

Dear Shareholder

ANNUAL GENERAL MEETING OF IMPERIAL TOBACCO GROUP PLC

I am pleased to inform you that our Annual Report and Accounts has now been published.

At our 2008 Annual General Meeting shareholders approved amendments to the Company's Articles of Association enabling us to make greater use of electronic communications with shareholders. At the time of our Half Yearly Report we asked shareholders if they would like to continue to receive traditional printed Annual Report and Accounts or to take advantage of the new regulations allowing for electronic communications via our website.

If you requested a printed copy of our Annual Report and Accounts, which includes a summary of the risks faced by the Group, it is enclosed with this Notice.

If you specifically requested to receive it electronically or did not return the election card please accept this letter as notification that Imperial Tobacco Group PLC's 2008 Annual Report, which includes a summary of the risks faced by the Group, and associated documents have now been published on our website. We have also published a brief summary of the Company's performance which I hope you will find useful.

Our 2009 Annual General Meeting is to be held at the Bristol Marriott Hotel City Centre on Tuesday, 3 February 2009 at 2.30pm. The formal notice of the Meeting, particulars of the resolutions on which you can vote and details of the administrative arrangements we have made for the Meeting are set out in this document.

I appreciate that you may not be able to attend the Meeting but, as all resolutions will be voted on by a poll, you can nonetheless use your vote by completing the proxy form enclosed. Alternatively you may, if you wish, appoint your proxy electronically at www.sharevote.co.uk. You will need your personal voting reference number shown on your proxy form. The result of the poll will be announced on a regulatory information service and on our website shortly after the Meeting.

Your Directors believe that all the proposals to be considered at the AGM are in the best interests of the Company and its shareholders and unanimously recommend shareholders to vote in favour of all the resolutions set out in the attached notice. Your Directors will be voting in favour of the resolutions in respect of their own shareholdings.

If you have sold or transferred all of your shares in the Company, please pass this document and the accompanying proxy form to the purchaser, transferee, or to the agent through whom the transfer was effected for transmission to the purchaser or transferee.

For the safety and comfort of those attending the Meeting, large bags, other large items, cameras and recording equipment will not be allowed into the auditorium. Small bags may be searched before you are permitted to take them into the auditorium. Cloakroom facilities will be provided, but for security reasons the hotel may not accept large bags or other large items. Please ensure mobile phones and similar devices are switched off during the Meeting.

Yours sincerely



Iain Napier
Chairman

NOTICE OF ANNUAL GENERAL MEETING

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THE CONTENTS OF THIS DOCUMENT OR AS TO THE ACTION YOU SHOULD TAKE YOU ARE RECOMMENDED TO CONSULT AN INDEPENDENT ADVISOR AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.

This document lists the resolutions to be voted on at the Company's Annual General Meeting (the "Meeting") that will be held on Tuesday, 3 February 2009. The doors to the Meeting will be open from 1.30pm and the Meeting is due to start at 2.30pm.

Notice is hereby given that the Annual General Meeting will be held at the Bristol Marriott Hotel City Centre, 2 Lower Castle Street, Old Market, Bristol, BS1 3AD on Tuesday, 3 February 2009 at 2.30pm for the transaction of the following business:

ORDINARY BUSINESS

Resolution 1

THAT the Accounts for the financial year ended 30 September 2008, together with the Directors' and Auditor's reports thereon, be received.

Resolution 2

THAT the Directors' Remuneration Report for the financial year ended 30 September 2008, together with the Auditor's report thereon, be received and approved.

Resolution 3

THAT a final dividend for the financial year ended 30 September 2008 of 42.2 pence per ordinary share of 10 pence payable on 20 February 2009 to those shareholders on the register at the close of business on 23 January 2009 be declared.

Resolution 4

THAT Mr G L Blashill be re-elected as a Director of the Company.

Resolution 5

THAT Dr P H Jungels be re-elected as a Director of the Company.

Resolution 6

THAT Mr J-D Comolli be elected as a Director of the Company.

Resolution 7

THAT Mr B F Bich be elected as a Director of the Company.

Resolution 8

THAT Mr B Setrakian be elected as a Director of the Company.

Resolution 9

THAT PricewaterhouseCoopers LLP be reappointed as Auditor of the Company to hold office until the conclusion of the next General Meeting at which accounts are laid before the Company.

Resolution 10

THAT the Directors be authorised to set the remuneration of the Auditor.

SPECIAL BUSINESS

To consider and, if thought fit, pass resolutions 11 and 12 as ordinary resolutions and resolutions 13 and 14 as special resolutions:

Resolution 11

THAT in accordance with section 366 of the Companies Act 2006 (the "2006 Act"), the Company and its subsidiaries are hereby authorised, during the period commencing on the date of this resolution and ending at the conclusion of the Annual General Meeting of the Company held in 2010 or, if earlier, on 30 April 2010, to:

- i. make political donations to political organisations or independent election candidates, as defined in sections 363 and 364 of the 2006 Act, not exceeding £100,000 in total; and
- ii. incur political expenditure, as defined in section 365 of the 2006 Act, not exceeding £100,000 in total.

Resolution 12

THAT the Directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "1985 Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the 1985 Act) up to an aggregate nominal amount of £35,500,000. This authority shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on 30 April 2010, save that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

This authority is in substitution for the authority, under section 80 of the 1985 Act, given at the Annual General Meeting of the Company held on 29 January 2008 and the authority given at the Extraordinary General Meeting of the Company held on 13 August 2007.

Resolution 13

THAT subject to the passing of Resolution 12 set out in the notice of Annual General Meeting of the Company convened for 3 February 2009, the Directors be and are hereby generally and unconditionally empowered pursuant to section 95(2) of the Companies Act 1985 (the "1985 Act") to allot equity securities (as defined in section 94 of the 1985 Act) for cash pursuant to the authority conferred by Resolution 12 and/or where such allotment constitutes an allotment of equity securities by virtue of Section 94(3A) of the 1985 Act as if section 89(1) of the 1985 Act did not apply to any such allotment, provided that this power shall be limited to:

- i. the allotment of equity securities in connection with a rights issue, open offer and other pro rata issue in favour of holders of equity securities where the equity securities respectively attributable to the interest of all such holders are proportionate (or as nearly as may be) to the respective number of equity securities held by them but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, treasury shares or any legal or practical problems arising under the laws of any territory or the requirements of any relevant regulatory body or any stock exchange; and
- ii. the allotment (otherwise than pursuant to sub-paragraph (i)) of equity securities up to a maximum nominal amount of £5,330,000.

This power shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, 30 April 2010, unless previously renewed, varied or revoked by the Company in General Meeting, save that the Company may before such expiry make any offer or enter into any agreement which would or might require equity securities to be allotted, or treasury shares sold, after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 94(3A) of the 1985 Act as if in the first paragraph of this resolution the words "That subject to the passing of Resolution 12 set out in the notice of Annual General Meeting of the Company convened for 3 February 2009" were omitted.

The previous authorities under section 95 of the 1985 Act given at the Annual General Meeting of the Company held on 29 January 2008 and at the Extraordinary General Meeting of the Company held on 13 August 2007 shall cease to have effect at the conclusion of the Annual General Meeting.

Resolution 14

THAT in accordance with article 5 of the Company's Articles of Association and the Companies Act 1985 (the "1985 Act") the Company be and is hereby generally and unconditionally authorised for the purposes of section 166 of the 1985 Act to make market purchases (within the meaning of section 163(3) of the 1985 Act) of ordinary shares of 10 pence each ("Ordinary Shares") on such terms and in such manner as the Directors may from time to time determine, and where such shares are held as treasury shares, the Company may use them for the purposes set out in section 162D of the 1985 Act, including for the purpose of its employee share schemes, provided that:

- i. the maximum number of Ordinary Shares hereby authorised to be acquired is 106,794,000;
- ii. the minimum price which may be paid for each Ordinary Share is 10 pence (exclusive of all expenses);
- iii. the maximum price which may be paid for each Ordinary Share is the higher of the amount equal to 105 per cent of the average of the middle market quotations, or the market values, for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is purchased and the amount stipulated by article 5(1) of the Buy-back and Stabilisation Regulation 2003 (in each case exclusive of expenses); and
- iv. the authority hereby conferred shall, unless previously revoked or varied, expire at the conclusion of the next Annual General Meeting of the Company to be held in 2010 or, if earlier, on 30 April 2010 save in relation to purchases of Ordinary Shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry.

Registered Office:
PO Box 244
Upton Road
Bristol BS99 7UJ
Registered in England and Wales No: 3236483

By order of the Board
Matthew R Phillips
Company Secretary

16 December 2008

Notes

1. Only holders of Ordinary Shares are entitled to attend and vote at this Meeting. A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend, speak and vote instead of him/her. A proxy need not be a member of the Company. A proxy form is enclosed with this notice and instructions for completion are shown on the form. Proxy forms need to be deposited with the Company's Registrars, Equiniti, not less than 48 hours before the start of the Meeting or any adjournment thereof. Completion of a proxy form does not preclude a member attending and voting in person at the Meeting. A vote withheld option is provided on the proxy form to enable you to instruct your proxy not to vote on any particular resolution. However, it should be noted that a vote withheld in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

A person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statements of the rights of members in relation to the appointment of proxies in this notice do not apply to a Nominated Person. The rights of members in relation to the appointment of proxies can only be exercised by registered members of the Company. Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.

2. As at 15 December 2008 (being the last business day prior to publication of this notice) the Company's issued share capital consists of 1,067,942,881 Ordinary Shares carrying one vote each (including 51,717,000 Ordinary Shares held by the Company in treasury which do not carry any voting rights). Therefore, the total voting rights in the Company as at 15 December 2008 are 1,016,225,881.
3. The following documents, which are available for inspection during normal business hours at the registered office of the Company on any weekday (Saturdays, Sundays and public holidays excluded), will also be available for inspection at the place of the Annual General Meeting from 1.30pm on the day of the Meeting until the conclusion of the Meeting:
 - i. copies of service contracts of the Executive Directors under which they are employed by the Company and the letters of appointment (and other related documents) of the Non-Executive Directors;
 - ii. the Memorandum and Articles of Association of the Company; and
 - iii. copies of the rules of the International Sharesave Plan, the Share Matching Scheme, the Bonus Match Plan, the Long Term Incentive Plan and the Employee Benefit Trusts.
4. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company as at 6.00pm on 1 February 2009 shall be entitled to attend or vote at the aforesaid Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after 6.00pm on 1 February 2009 shall be disregarded in determining the rights of any person to attend or vote at the Meeting.

5. Electronic proxy appointment through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for our Annual General Meeting to be held on 3 February 2009 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland ("EUI")'s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or relates to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in the notice of Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

6. In accordance with the Company's established practice, all resolutions will be taken on a poll so as to accurately record the decision of all members based on their shareholding interests in the Company.
7. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of appointment letter if the chairman is being appointed as described in (i) above.
8. It is possible that, pursuant to requests made by members of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on its website a statement setting out any matter relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on its website.

EXPLANATORY NOTES

Report and Accounts (Resolution 1)

The Directors of the Company must present the accounts to the Meeting.

Directors' Remuneration Report (Resolution 2)

In line with legislation, this vote will be advisory and in respect of the overall remuneration package and not specific to individual levels of remuneration. You can find the Report on page 55 of the Annual Report and Accounts which is available on our website www.imperial-tobacco.com

Declaration of a dividend (Resolution 3)

A final dividend can only be paid after the shareholders at a General Meeting have approved it. A final dividend of 42.2 pence per Ordinary Share is recommended by the Directors for payment to shareholders who are on the Register at the close of business on 23 January 2009. If approved, the date of payment of the final dividend will be 20 February 2009. An interim dividend of 24.0 pence per Ordinary Share was paid on 8 August 2008. Adjusting for the impact of the Rights Issue in June 2008, this represents an increase of 2.7 pence per share, or 4 per cent on the total 2007 dividend.

Re-election of Directors (Resolutions 4 to 8)

The Company's Articles of Association require that all Directors retire at least every three years and that all newly appointed Directors retire at the first Annual General Meeting following their appointment. At this Meeting Mr G L Blashill, Dr P H Jungels and Messrs J-D Comolli, B F Bich, and B Setrakian will retire and stand for re-election or election as Directors. Short biographies of these Directors are given in the Annual Report and Accounts. Having considered the performance of and contribution made by each of the Directors standing for re-election the Board remains satisfied that the performance of each of the relevant Directors continues to be effective and to demonstrate commitment to the role and, as such, recommends their re-election.

Reappointment and remuneration of Auditor (Resolutions 9 and 10)

Resolutions 9 and 10 propose the reappointment of PricewaterhouseCoopers LLP as Auditor of the Company and authorise the Directors to set their remuneration.

Authority to make donations to political organisations and to incur political expenditure (Resolution 11)

Part 14 of the Companies Act 2006 (the "2006 Act"), amongst other things, prohibits the Company and its subsidiaries from making donations to an EU political party or other EU political organisation or to an independent election candidate in the EU of more than £5,000 in any 12 month period unless they have been authorised to make donations by the Company's shareholders.

The 2006 Act defines political organisations widely. It includes organisations which carry on activities which are capable of being reasonably regarded as intended to affect public support for a political party or an independent election candidate in any EU Member State or to influence voters in relation to any referendum in any EU Member State. As a result, it is possible that the definition may include bodies, such as those concerned with policy review and law reform or with the representation of the business community or sections of it, which the Company and/or its subsidiaries may see benefit in supporting.

Accordingly, the Company wishes to ensure that neither it nor its subsidiaries inadvertently commits any breaches of the 2006 Act through the undertaking of routine activities, which would not normally be considered to result in the making of political donations and political expenditure being incurred. The resolutions authorise the Company and its subsidiaries to:

- i. make political donations to political organisations or independent election candidates, not exceeding £100,000 in total; and
- ii. incur political expenditure up to an aggregate amount not exceeding £100,000,

in the period commencing on the date of the resolution and ending at the conclusion of the Annual General Meeting of the Company held in 2010 or, if earlier, on 30 April 2010.

Neither the Company nor any of its subsidiaries has any intention of making political donations under the terms of this resolution.

For the purpose of this resolution the terms "political donations", "political parties", "independent election candidates", "political organisations" and "political expenditure" have the meanings set out in sections 363 to 365 of the 2006 Act.

Directors' authority to allot securities (Resolution 12)

Your Directors may only allot Ordinary Shares or grant rights over Ordinary Shares if authorised to do so by shareholders. The authority granted at the last Annual General Meeting under section 80 of the Companies Act 1985 (the "1985 Act") to allot relevant securities is due to expire at the conclusion of this year's Annual General Meeting. Accordingly, this resolution seeks to grant a new authority to authorise the Directors to allot relevant securities (including Treasury Shares) in the Company and will expire at the conclusion of the next Annual General Meeting of the Company in 2010 or, if earlier, on 30 April 2010. If passed, this Resolution would give Directors authority to allot relevant securities up to an aggregate nominal value of £35,500,000. There is no present intention of exercising this authority, however, it is considered prudent to maintain the flexibility that this authority provides. As at 15 December 2008, the Company held 51,717,000 Ordinary Shares in treasury, which represent approximately 4.84 per cent of the total ordinary share capital in issue as at 15 December 2008. Your directors intend to renew this authority annually.

Disapplication of pre-emption rights (Resolution 13)

Under section 89(1) of the Companies Act 1985 (the "1985 Act"), if the Directors wish to allot any of the unissued shares or grant rights over shares or sell treasury shares for cash (other than pursuant to an employee share scheme) they must in the first instance offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the Directors will need the flexibility to finance business opportunities by the issue of Ordinary Shares without a pre-emptive offer to existing shareholders. This cannot be done under the 1985 Act unless the shareholders have first waived their pre-emption rights. Resolution 13 asks the shareholders to do this and, apart from rights issues or any other pre-emptive offer concerning equity securities, the authority will be limited to the issue of shares for cash up to a maximum aggregate nominal value of £5,330,000 (which includes the sale on a non pre-emptive basis of any shares held in treasury), which is equivalent to approximately 5 per cent of the Company's issued ordinary share capital as at 15 December 2008. The Company undertakes to restrict its use of this authority to a maximum of 7.5 per cent of the Company's issued ordinary share capital in any three year period. Shareholders will note that this Resolution also relates to treasury shares and will be proposed as a special resolution.

This resolution seeks a disapplication of the pre-emption rights on a rights issue so as to allow the Directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which, for example, might arise with overseas shareholders. If given, the authority will expire at the conclusion of the next Annual General Meeting of the Company in 2010 or, if earlier, 30 April 2010. Your directors intend to renew this authority annually.

Authority to purchase own shares (Resolution 14)

In certain circumstances, it may be advantageous for the Company to purchase its own shares and Resolution 14 seeks the authority from shareholders to continue to do so. Authority was given to the Company to make market purchases up to an aggregate of 72,900,000 of its Ordinary Shares at the Annual General Meeting held on 29 January 2008 (being equal to approximately 10 per cent of the Company's issued ordinary share capital as at 8 November 2007, the latest practicable date prior to the publication of the notice for the Annual General Meeting held on 29 January 2008). This authority is due to expire at the end of the Annual General Meeting, and it is proposed that the Company be authorised to continue to make market purchases up to an aggregate of approximately 10 per cent of the Company's issued ordinary share capital as further described below. The Directors will continue to exercise this power only when, in the light of market conditions prevailing at the time, they believe that the effect of such purchases will be to increase earnings per share and is likely to promote the success of the company for the benefit of its members as a whole. Other investment opportunities, appropriate gearing levels and the overall position of the Company will be taken into account when exercising this authority. Save to the extent purchased pursuant to the Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 (the "Treasury Share Regulations 2003"), any shares purchased in this way will be cancelled and the number of shares in issue will be reduced accordingly. The Company may hold in treasury any of its own shares that it purchases pursuant to the Treasury Share Regulations 2003 and the authority conferred by this Resolution. This gives the Company the ability to reissue treasury shares quickly and cost-effectively and provides the Company with greater flexibility in the management of its capital base. It also gives the Company the opportunity to satisfy employee share scheme awards with treasury shares.

The proposed authority would be limited to purchases of up to 106,794,000 Ordinary Shares which is equal to approximately 10 per cent of the Company's issued ordinary share capital as at 15 December 2008 (being the latest practicable date prior to publication of this Notice). The resolution specifies the maximum and minimum prices at which the Company's shares may be bought.

For information as at 15 December 2008 (being the latest practicable date prior to publication of this Notice), there were outstanding 5,836,488 awards and options to subscribe for Ordinary Shares, representing 0.57 per cent of the Company's issued ordinary share capital (excluding treasury shares). If the new authority and the existing authority were exercised in full, the options would represent 0.70 per cent of the Company's issued ordinary share capital (excluding treasury shares).

Resolution 14 will be proposed as a special resolution to provide the Company with the necessary authority. If given, this authority will expire at the conclusion of the next Annual General Meeting of the Company in 2010 or, if earlier, 30 April 2010.

The Directors intend to seek renewal of this power at subsequent Annual General Meetings.